

THIS AGREEMENT and ACT OF MERGER made this 27th day of November, 1934, between the undersigned, a majority of the directors of each of the following named corporations organized under the laws of the State of Delaware, to wit- SOUTHERN CITIES DISTRIBUTING COMPANY, PUBLIC UTILITIES CORPORATION OF ARKANSAS, ARKANSAS/ LOUISIANA PIPELINE COMPANY, and RESERVE NATURAL GAS COMPANY OF LOUISIANA,

W I T N E S S E T H :

WHEREAS, said Southern Cities Distributing Company, Public Utilities Corporation of Arkansas, Arkansas/Louisiana Pipeline Company, and Reserve Natural Gas Company of Louisiana are respectively corporations organized under the laws of the State of Delaware, for the purpose of carrying on the natural gas and petroleum businesses and allied activities in all of their branches, and desire to merge;

NOW, THEREFORE, in consideration of the premises and of the mutual covenants and provisions herein contained the said Public Utilities Corporation of Arkansas, Arkansas/Louisiana Pipeline Company, and Reserve Natural Gas Company of Louisiana, parties hereto, are hereby merged into the said Southern Cities Distributing Company, a party hereto, under and in pursuance of the laws of the State of Delaware in such case made and provided, and said parties, and each of them, do hereby covenant and agree upon and prescribe the terms and conditions of such merger and the mode of carrying the same into effect as follows:

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FIRST: The name of the merging corporation shall be "ARKANSAS LOUISIANA GAS COMPANY".

SECOND: The principal office of the Corporation is to be located in the City of Dover, in the County of Kent, in the State of Delaware; and the name of its resident agent is James M. Satterfield.

THIRD: The nature of the business of the Corporation and the objects or purposes proposed to be transacted or carried on are:

(a) To mine for, prospect for, drill for, produce, buy or in any manner acquire, and to market, sell, transport and distribute natural gas and/or artificial gas and any by-products and residual products thereof; to mine for, produce, buy or in any manner acquire, refine, manufacture into its several products and to sell, market, distribute and transport petroleum and its products and by-products and to construct, lay, purchase or in any manner acquire, and to own, hold, maintain and operate and to sell, exchange, lease, encumber or in any manner dispose of works, buildings, pipe lines, mains, distribution systems, machinery, appliances, apparatus, facilities, rights, licenses, privileges, franchises, ordinances and all such real and personal property as may be necessary, useful or convenient in the production, acquisition, storage, transportation and distribution of natural gas, artificial gas and petroleum, or any of them, and the products or by-products thereof;

(b) To construct and maintain conduits and lines of tubing and piping for the transportation of natural gas or oil for the public generally as well as for the use of said corporation; to transport such oil and gas by means of such pipes, tank cars or otherwise and to sell and supply the same to others; to lay, buy, lease, sell and operate pipes, pipe lines and storage tanks to be used for the purpose of transporting and storing oil and gas, and of doing a general pipe line and storage business;

(c) To construct and maintain gas wells, oil wells and refineries, and to buy, sell and deal in gas, oil and salt;

(d) To construct and maintain all railways, tramways, telegraph and telephone lines necessary or convenient in the prosecution of the business of the company;

(e) To cut, manufacture and sell timber from the lands of the company; to obtain and prepare for market such other valuable minerals as may be discovered in developing the lands of the company;

(f) To manufacture, produce, use, distribute, buy and sell natural and/or artificial gas for fuel, heat, light and other purposes, and to manufacture, use, sell, and lease gas and vapor manufacturing machines and inventions; to manufacture, use, sell and lease gas and vapor consuming machines and inventions for utilizing gas or vapor as a fuel or as light and heat, and lighting devices of all descriptions and heat and light regulating and saving inventions and gasometers; to buy, sell and refine oils, or other materials for the manufacture of gas or vapor, or for the production of heat and light;

(g) To manufacture, sell and lease to other corporations and to public and private consumers, gas and oil machines, appliances and devices of all kinds for the production, supply and use of light, heat and power, and of goods, wares, merchandise, property and substances now used in the production thereof, or incidental thereto, or that hereafter may be invented, discovered or become known therein;

(h) To acquire, by purchase or otherwise, construct, lease, let, own, hold, sell, convey, equip, maintain, operate and otherwise deal in and with pipe lines, cars, vessels, tanks, tramways, refineries, reduction plants and any and all other conveyances, appliances and apparatus for storing, transporting, distributing, marketing, manufacturing, distilling, refining, reducing, preparing or otherwise dealing in and with petroleum, gas, gasoline, asphaltum, and any and all other metals, ores, minerals, the products and by-products thereof and mineral substances, products and by-products thereof;

(i) To prospect, mine for and produce gold, silver, copper, lead, zinc, tin and all other valuable minerals and transport the same by tram road, steam road, or any other available method, and market and sell the same.

(j) To rectify, purify, refine and mill gold, silver, copper, lead, zinc, tin and other valuable mineral ores, and for such purpose to erect, maintain and operate smelters and sand and ore refining mills of all kinds.

(k) To purchase, lease or otherwise acquire lands and plantations for general farming, grazing, stock and timber purposes, and also for raising and growing coffee, rubber and all kinds of grain, fruits and other vegetables indigenous to the tropical and temperate zones, and such lands and plantations, to work, plant, operate, develop and cultivate, and also to sub-divide at pleasure into smaller sections and divisions, and the same to dispose of in whole or in part;

(l) To build, buy, lease or otherwise acquire steam, sail, electric, tow and other boats and barges and steam, electric and tramroads for the transportation of any of the minerals, timber, stock, fruit, grain or other products mined or produced by the company on or from any of its lands or plantations, and also of the merchandise, property and freight of others;

(m) To take and hold rights and franchises for the construction, maintenance and operation of steam boats and barges and steam and tramroads;

(n) To manufacture, generate, buy, sell, accumulate, store, transmit, furnish and distribute electrical energy for light, heat, power and other purposes;

(o) To construct, manufacture, buy, sell, mortgage, lease, let and operate power plants, generating stations and any and all machinery and appliances for the manufacture, generation, storage, accumulation, transmission, distribution and use of electrical energy and any and all manner of electrical machinery, apparatus and supplies of any nature and kind whatsoever;

(p) To carry on a general business of electricians, mechanical engineers and suppliers of electricity for the purpose of light, heat and power or otherwise, and to install, erect and maintain and operate, sell or lease wires, cables and fixtures, both interior and exterior for the transmission and use of electrical energy and to manufacture and deal in all apparatus and things required for or capable of being used in connection with the generation, distribution, supply, accumulation and employment of electricity;

(q) To buy, sell, mortgage, operate and lease pole lines, erect poles, string wires thereon and on poles of individuals, and corporations, on any and all streets, avenues, highways and roads of counties,

townships, villages and cities and over and along all canals and other waterways, and over and across bridges and through tunnels and over and across all lands belonging to or controlled by individuals, corporations, counties, states, the national government or any governmental subdivision of the national government, and to use the same both as through lines and for local delivery for the transmission and distribution of electrical energy, and to sell and lease to other individuals or corporations the right to place electric wires on or attach electric wires to any or all poles so erected, owned or leased;

(x) To build and construct, purchase and use for any of the purposes stated above, underground subways and conduits in such streets, avenues, highways, roads and under such canals and other waterways, and through any tunnels and under any public or private lands, and place electric wires and conductors therein, and to buy and lease from and sell and let to any individual or corporation the right to place and use as aforesaid said electric wires or conductors in any such subways;

(s) To manufacture, buy, sell and deal in ice; to carry on and conduct the business of storage, cold-storage, refrigeration, or freezing and to construct, purchase, acquire, equip, own, operate, maintain, sell, mortgage, and lease stores, buildings, warehouses, plants, machines and apparatus for said purpose;

(t) To manufacture, produce and supply in any manner cold air, refrigeration and freezing compounds in any form for use, distribution and application for any and all purposes;

(u) To carry on the business of engineering and contracting in all of its branches; to appraise, value, design, build, own, hold, construct, enlarge, develop, operate, improve, extend and repair light, heat, power, transmission and hydraulic plants, electrical works, machinery and appliances, telegraph and telephone lines, dams, reservoirs, canals, bridges, piers, docks, mines, shafts, tunnels, wells, water works, street railways, interurban railways, railways and buildings;

(v) To acquire, own construct, operate, lease, encumber or in any manner dispose of or sell bus lines, street railways or tramways and interurban railways, and to transport, for hire thereon and thereover, passengers, baggage, mail, express, freight, produce, and to acquire, hold, own, construct, operate, lease, mortgage

and sell busses, street railway cars, tram cars, railway, passenger, freight and express cars, and all fixtures and appurtenances incident or necessary to the operation thereof;

(w) To acquire, own, construct, operate, lease, sell and encumber houses, buildings, pipes, mains, fixtures, easements, franchises, ordinances and all other necessary or convenient things to enable it to furnish steam for power and heating purposes and generally to carry on a business of generating, conveying and furnishing steam for power and heat to the general public;

(x) To construct, acquire, own, operate, sell, mortgage and lease hydro-electric power plants, together with everything whatsoever pertaining thereto;

(y) To purchase, appropriate, acquire, hold, lease, encumber, control and to sell, mortgage, lease and dispose of water, water rights, power privileges and appropriations for mining, milling, agriculture, domestic power and other uses and purposes, and more particularly for use in connection with the generation and distribution of electrical energy for light, heat and power and the operation of street railways and propelling of cars;

(z) To acquire, sell, mortgage, lease, construct, maintain and operate water works, and to supply municipalities, corporations and individuals with water and water power, and to acquire, sell, mortgage, lease, construct, maintain, and operate all necessary dams, reservoirs, buildings, plants, machinery, fixtures, and apparatus of every sort for supplying municipalities, corporations and individuals with water and water power for all purposes and to carry on the business incidental thereto;

(aa) To purchase or acquire by condemnation proceedings or otherwise, and to construct, sell, mortgage, lease, control and to hold such real estate, personal property, rights, powers, privileges and easements, in both real and personal property as may be necessary, desirable or convenient for the purposes of this corporation, including such lands, shoals, riparian and other rights and easements as may be neces-

cary, desirable or convenient for pondage, storage, overflow, diversion and retention of water, and including power houses, plants, gas holders, machinery, railways, tramways, canals, reservoir sites, conduits, pole lines, transmission and distribution systems, rights-of-way, easements, water rights, filings, applications, privileges and franchises of every nature whatsoever;

(bb) To buy, sell, mortgage, lease or otherwise acquire, construct, maintain, operate, and otherwise dispose of, public and private telegraph and telephone lines, and any interest therein and grants therefor, and all electrical and other instruments, machinery, contrivances, materials, and things of every kind and nature for transmitting messages, as well as works, plants, buildings or conveniences appertaining thereto;

(cc) To manufacture, buy, sell, deal in, and to engage in, conduct and carry on the business of manufacturing, buying, selling and dealing in goods, wares and merchandise of every class and description;

(dd) To improve, manage, develop, sell, assign, transfer, lease, mortgage, pledge, or otherwise dispose of or turn to account or deal with all or any part of the property of the company, and from time to time to vary any investment or employment of capital of the company;

(ee) To borrow money, and to make and issue notes, bonds, debentures, obligations and evidences of indebtedness of all kinds, whether secured by mortgage, pledge or otherwise, without limit as to amount, and to secure the same by mortgage, pledge or otherwise; and generally to make and perform agreements and contracts of every kind and description;

(ff) To the same extent as natural persons might or could do, to purchase or otherwise acquire, and to hold, own, maintain, work, develop, sell, lease, exchange, hire, convey, mortgage or otherwise dispose of and deal in, lands and leaseholds, and any interest, estate and rights in real property, and any personal or mixed property, and any franchises, rights, licenses or privileges necessary, convenient or appropriate for any of the purposes herein expressed;

(gg) To apply for, obtain, register, purchase, lease or otherwise to acquire and to hold, own, use, develop, operate and introduce, and to sell, assign, grant licenses or territorial rights in to, or otherwise to turn to account or dispose of, any copyrights, trade marks, trade names, brands, labels, patent rights, letters patent of the United States or of any other country or government, inventions, improvements and processes, whether used in connection with or secured under letters patent or otherwise;

(hh) To do all and everything necessary, suitable and proper for the accomplishment of any of the purposes or the attainment of any of the objects or the furtherance of any of the powers hereinbefore set forth, either alone or in association with other corporations, firms or individuals, and to do every other act or acts, thing or things incidental or appurtenant to or growing out of or connected with the aforesaid business or powers or any part or parts thereof, provided the same be not inconsistent with the laws under which this corporation is organized;

(ii) To acquire by purchase, subscription or otherwise, and to hold for investment or otherwise and to use, sell, assign, transfer, mortgage, pledge or otherwise deal with or dispose of stocks, bonds or any other obligations or securities of any corporation or corporations; to merge or consolidate with any corporation in such manner as may be permitted by law; to aid in any manner any corporation whose stocks, bonds or other obligations are held or in any manner guaranteed by the company, or in which the company is in any way interested; and to do any other acts or things for the preservation, protection, improvement or enhancement of the value of any such stock, bonds or other obligations, or to do any acts or things designed for any such purpose; and while owner of any such stock, bonds or other obligations to exercise all the rights, powers and privileges of ownership thereof, and to exercise any and all voting powers thereon; to guarantee the payment of dividends upon any stock, or the principal or interest or both of any bonds or other obligations, and the performance of any contracts;

(jj) The business or purpose of the company is from time to time to do any one or more of the acts and things hereinabove set forth, and it shall have power to conduct and carry on its said business, or any part thereof, and to have one or more offices,

and to exercise all or any of its corporate powers and rights, in the State of Delaware, and in the various other states, territories, colonies and dependencies of the United States, in the District of Columbia, and in all or any foreign countries.

It is declared that the objects and powers specified in the various paragraphs contained in this clause shall be in nowise limited or restricted by reference to or inference from the terms of any other of the paragraphs of, or any other clause of, this Agreement and Act of Merger.

FOURTH: The total number of shares which may be issued by this Corporation is two hundred forty thousand (240,000) shares of common stock of the par value of fifty dollars (\$50.00) each.

FIFTH: The subscribers and stockholders shall be the respective stockholders of the merging corporation and the merged corporations in the amounts and proportions to be received by them upon conversion as stated in Article Tenth hereof.

SIXTH: The Corporation is to have perpetual existence.

SEVENTH: The private property of the stockholders shall not be subject to the payment of the corporate debts to any extent whatsoever.

EIGHTH: The provisions which the constituent corporations hereby insert in this Agreement and Act of Merger for the regulation of the business and for the conduct of the affairs of the corporation and creating, defining, limiting and regulating the powers thereof and of

the directors and stockholders, the same being in furtherance of and in addition to and not in limitation of the powers now or hereafter conferred by the present or any future law or laws of the State of Delaware, are as follows:

1. The number of directors of the Corporation is hereby fixed at seven, but such number may be altered from time to time, as may be provided by the By-Laws, and in case of any increase in the number of directors the additional directors shall be elected as provided by the By-Laws.

2. The board of directors shall have power to fix the amount of the accumulated profits of this Corporation to be reserved as working capital, or for any other lawful purpose, prior to the declaration of any dividend upon the corporation's stock;

3. The Corporation shall have power, acting through its board of directors, except that in cases where the action of the stockholders shall be required by statute, such action shall also be obtained:

(a) From time to time to issue its stocks, bonds, or other obligations for money paid, for labor done or property received, or real estate or leases thereof acquired, for its use and lawful purpose, and in issuing and selling any stock, securities or property shall not be required to offer the same or any part thereof to any stockholders, of the corporation and no stockholder shall have any right to so purchase or subscribe for the same unless such right is granted by said board of directors;

(b) To borrow money and to make and issue notes, bonds, debentures, obligations and evidences

of indebtedness, whether secured by mortgage, pledge or otherwise, and to secure the same by mortgage, pledge or otherwise of all or any part of its property or assets; and generally to make and perform agreements and contracts of every kind and description;

(c) The board of directors shall have power to make, alter, amend, and repeal the By-Laws of this Corporation subject to the power of the stockholders to amend, alter or repeal any by-laws thus adopted by the board of directors;

(d) To guarantee the payment of the principal, interest or dividends on the property, stocks, bonds, debentures or other securities issued by or the performance of any other contract or obligation of any other person, corporation or partnership whatsoever, so far as the same is not contrary to law, whenever in the judgment of the board of directors or executive committee it shall be necessary, proper or convenient for the business of the Corporation or in furtherance of its interest so to do; and in connection with any such guaranty to mortgage, pledge or convey in trust all or part of the Corporation's properties and assets as security for the obligation thus incurred;

(e) The board of directors shall have power from time to time to appoint an executive committee consisting of two or more of their number, which committee shall for the time being, as may be provided in a resolution of the board of directors, or in the by-laws of this Corporation, have or exer-

cise any and all of the powers of the board of directors in the management of the business and affairs of this Corporation;

(f) Both the stockholders and directors shall have power to hold their meetings either within or without the State of Delaware; and to keep the books, documents and records of this Corporation, except as may be otherwise required by the laws of this State, outside of the State of Delaware;

(g) The board of Directors shall have power to determine from time to time whether and to what extent and under what conditions and regulations the accounts, books and records of this Corporation, other than as may be required by the laws of Delaware, or any of them, shall be open to the inspection of the stockholders; and no stockholder shall have any right to inspect any account or book or document of this Corporation except as conferred by the Statutes of the State of Delaware, unless and until authorized to do so by a resolution of the directors or stockholders of this Corporation;

(h) The Corporation reserves the right to amend, alter, change or repeal any provision contained in this Agreement and Act of Merger, in the manner now or hereafter prescribed by law, and all rights conferred on stockholders herein are subject to this reserved power;

(i) The directors and officers of this Corporation may be directors and officers in other corporations, and transactions and contracts of this Corporation with said other corporations shall not be affected by the fact that the officers hereof are

interested in or are directors or officers of
such other corporation or corporations;

(j) This Corporation shall have the
power to procure itself to be licensed or organ-
ized in any state or subdivision thereof of the
United States, the District of Columbia, the ter-
ritories, colonies or possessions of the United
States, and in any foreign country.

NINTH: Upon the consummation of the merger here-
by provided for, all and singular the rights, privileges,
powers and franchises of Arkansas/Louisiana Pipeline Compa-
ny, Reserve Natural Gas Company of Louisiana, and Public
Utilities Corporation of Arkansas, parties hereto, and all
the property, real, personal or mixed, belonging thereto,
including their respective surpluses and reserves, shall be
vested in Southern Cities Distributing Company, which shall
thenceforth bear the name ARKANSAS LOUISIANA GAS COMPANY;
and all the said property shall be thereafter as effectual-
ly the property of the said Arkansas Louisiana Gas Company
as it was of the said Arkansas/Louisiana Pipeline Company,
Reserve Natural Gas Company of Louisiana and Public Utili-
ties Corporation of Arkansas, respectively.

TENTH: The manner of converting the shares of
each of the constituent corporations into the shares of
the merging corporation shall be as follows:

There shall be issued for the shares of
the capital stock of Arkansas/Louisiana Pipeline
Company eighty one thousand one hundred thirty-three
(81,133) shares of common stock of the par value of
fifty dollars (\$50.00) each of Arkansas Louisiana
Gas Company, upon a pro rata basis for the shares
of stock of said Arkansas/Louisiana Pipeline Com-

pany outstanding at the date when this Agreement of Merger becomes effective;

There shall be issued for the shares of the preferred and common capital stock of Reserve Natural Gas Company of Louisiana thirty thousand (30,000) shares of the common stock of the par value of fifty dollars (\$50.00) each of Arkansas Louisiana Gas Company, to be issued upon a par for par basis, that is to say, one (1) share of said common stock of the par value of fifty dollars (\$50.00) for every two (2) shares of stock, whether common or preferred, of the par value of twenty-five dollars (\$25.00) each, of said Reserve Natural Gas Company of Louisiana outstanding at the date when this Agreement of Merger becomes effective;

There shall be issued for the shares of the capital stock of Public Utilities Corporation of Arkansas eight hundred ninety-five (895) shares of common stock of the par value of fifty dollars (\$50.00) each of Arkansas Louisiana Gas Company, upon a pro rata basis for the shares of stock of said Public Utilities Corporation of Arkansas outstanding at the date when this Agreement of Merger becomes effective; and

There shall be issued for the shares of the capital stock of Southern Cities Distributing Company one hundred twenty-six thousand nine hundred sixty (126,960) shares of common stock of the par value of fifty dollars (\$50.00) each of Arkansas Louisiana Gas Company, upon a pro rata basis for the shares of stock of said

Southern Cities Distributing Company outstanding at the date when this Agreement of Merger becomes effective.

ELEVENTH: The names and places of residence of the directors of the Corporation, who shall hold office until their successors are elected and qualified, as provided by the By-Laws of the Corporation, are as follows:

<u>DIRECTORS</u>	<u>RESIDENCE</u>
H. L. Doherty	New York, New York
W. A. Jones	New York, New York
F. R. Coates	New York, New York
H. O. Caster	New York, New York
D. W. Harris	Shreveport, Louisiana
J. R. Munce	Shreveport, Louisiana
R. W. Curran	Little Rock, Arkansas

TWELFTH: The merger shall take effect at twelve o'clock P. M. on the 30th day of November, 1934.

IN WITNESS WHEREOF, we have hereunto set our hands and attached the seals of the several corporations the day and year first above written.


Directors of SOUTHERN CITIES DISTRIBUTING COMPANY


Directors of PUBLIC UTILITIES CORPORATION OF ARKANSAS



J. Klevato
W. H. Hester
W. C. Hester
W. C. Hester

Directors of ARKANSAS-LOUISIANA PIPELINE COMPANY



J. Klevato
W. H. Hester
W. C. Hester
W. C. Hester

Directors of RESERVE NATURAL GAS COMPANY OF LOUISIANA

IT IS HEREBY CERTIFIED AND DECLARED by the undersigned F.S. McWhiney, Assistant Secretary of SOUTHERN CITIES DISTRIBUTING COMPANY, that at a Special Meeting of the Stockholders of said Southern Cities Distributing Company, duly held at Dover, Delaware, on the 27th day of November, 1934, at which meeting stockholders representing 79,100 shares of stock out of a total outstanding issue of 79,100 shares of said Company were present in person or by duly authorized proxy, a vote of the stockholders by ballot was taken for the adoption or rejection of the above and foregoing Agreement of Merger, and that all the stockholders of said Company present in person or by duly authorized proxies at said meeting, representing 79,100 shares of the capital stock above mentioned, voted in favor of the adoption of said Agreement of Merger.

Done and executed at Dover, Delaware, this 27th day of November, 1934.

W. H. Hester
 Assistant Secretary of SOUTHERN CITIES DISTRIBUTING COMPANY

IT IS HEREBY CERTIFIED AND DECLARED by the undersigned F.S. McWhiney, Assistant Secretary of PUBLIC UTILITIES CORPORATION OF ARKANSAS, that at a Special Meeting of the Stockholders of the said Public Utilities Corporation of Arkansas, duly held at Dover, Delaware, on the 27th day of November, 1934, at which meeting stockholders representing 3,000 shares of stock out of a


total outstanding issue of 3,000 shares of said Company were present in person or by duly authorized proxy, a vote of the stockholders by ballot was taken for the adoption or rejection of the above and foregoing Agreement of Merger, and that all the stockholders of said Company present in person or by duly authorized proxies at said meeting representing 3,000 shares of the capital stock above mentioned voted in favor of the adoption of said Agreement of Merger.

Done and executed at Dover, Delaware, this 27th day of November, 1934.


Assistant Secretary of Public Utilities Corporation of Arkansas

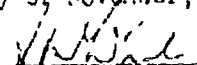
IT IS HEREBY CERTIFIED AND DECLARED by the undersigned, E. E. McWHINEY, Assistant Secretary of ARKANSAS, LOUISIANA PIPELINE COMPANY, that at a Special Meeting of the Stockholders of the said Arkansas, Louisiana Pipeline Company, duly held at Dover, Delaware, on the 27th day of November, 1934, at which meeting stockholders representing 100,000 shares of stock out of a total outstanding issue of 100,000 shares of said Company were present in person or by duly authorized proxy, a vote of the stockholders by ballot was taken for the adoption or rejection of the above and foregoing Agreement of Merger, and that all the stockholders of said Company present in person or by duly authorized proxies at said meeting, representing 100,000 shares of the capital stock above mentioned, voted in favor of the adoption of said Agreement of Merger.

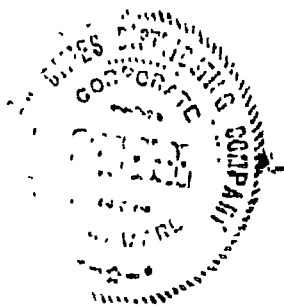
Done and executed at Dover, Delaware, this 27th day of November, 1934.


Assistant Secretary of Arkansas, Louisiana Pipeline Company

IT IS HEREBY CERTIFIED AND DECLARED by the undersigned, E. E. McWHINEY, Assistant Secretary of RESERVE NATURAL GAS COMPANY OF LOUISIANA, that at a Special Meeting of the Stockholders of the said Reserve Natural Gas Company of Louisiana, duly held at Dover, Delaware, on the 27th day of November, 1934, at which meeting stockholders representing 60,000 shares of stock out of a total outstanding issue of 60,000 shares of said Company were present in person or by duly authorized proxy, a vote of the stockholders by ballot was taken for the adoption or rejection of the above and foregoing Agreement of Merger, and that all the stockholders of said Company present in person or by duly authorized proxies at said meeting, representing 60,000 shares of the capital stock above mentioned, voted in favor of the adoption of said Agreement of Merger.

Done and executed at Dover, Delaware, this 27th day of November, 1934.


Assistant Secretary of Reserve Natural Gas Company of Louisiana



SOUTHERN CITIES DISTRIBUTING COMPANY

[Signature]
Vice President

C. B. Wadum
Assistant Secretary

PUBLIC UTILITIES CORPORATION OF ARKANSAS

[Signature]
Vice President

[Signature]
Assistant Secretary
E. G. Inclusive

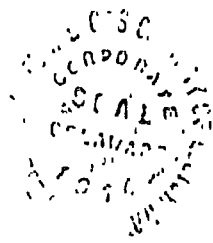
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ARKANSAS-LOUISIANA PIPELINE COMPANY

[Signature]
Vice President

C. B. Wadum
Assistant Secretary



RESERVE NATURAL GAS COMPANY OF LOUISIANA

Dee B. Carson
Vice President

[Signature]
Assistant Secretary

STATE OF NEW YORK)
) SS.:
COUNTY OF NEW YORK)

On the 27th day of November, in the year 1934,
before me personally came H. O. CASTER, to me known,
who, being by me duly sworn, did depose and say that
he resides in New York City, New York; that he is
Vice President of Southern Cities Distributing Company,
a corporation party to the above and foregoing Agreement;
that he knows the seal of said corporation; that the
seal affixed to said Agreement is such corporate seal;
that it was so affixed by order of the Board of Directors
of said corporation; and that he signed his name to said
Agreement by like order.



H. O. CASTER
Notary Public

Kings Co. Reg. No. 6221 Kings Co. Clerk's No. 214
New York Co. Reg. No. 6221 New York Co. Clerk's No. 638
Commission Expires March 30, 1935

STATE OF NEW YORK)
) SS.:
COUNTY OF NEW YORK)

On the 27th day of November, in the year 1934,
before me personally came D. W. HARRIS, to me known,
who, being by me duly sworn, did depose and say that
he resides in Shreveport, Louisiana; that he is Vice
President of Public Utilities Corporation of Arkansas,
a corporation party to the above and foregoing Agreement;
that he knows the seal of said corporation; that the seal
affixed to said Agreement is such corporate seal; that
it was so affixed by order of the Board of Directors of
said corporation; and that he signed his name to said
Agreement by like order.

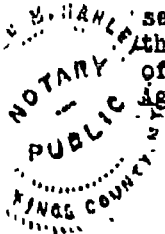


D. W. HARRIS
Notary Public

Kings Co. Reg. No. 6221 Kings Co. Clerk's No. 214
New York Co. Reg. No. 6221 New York Co. Clerk's No. 638
Commission Expires March 30, 1935

STATE OF NEW YORK)
: SS.:
COUNTY OF NEW YORK)

On the 27th day of November, in the year 1934,
before me personally came J. R. MUNGE, to me known,
who, being by me duly sworn, did depose and say that
he resides in Shreveport, Louisiana; that he is Vice
President of Arkansas/Louisiana Pipeline Company, a
corporation party to the above and foregoing Agreement;
that he knows the seal of said corporation; that the
seal affixed to said Agreement is such corporate seal;
that it was so affixed by order of the Board of Directors
of said corporation; and that he signed his name to said
Agreement by like order.



Kathleen M. Hanley
Notary Public
Kings Co. Reg. No. 6270, Kings Co. Clerk's No. 214
New York Co. Reg. No. 6 H 170, New York Co. Clerk's No. 058
Commission Expires March 30, 1936

STATE OF NEW YORK)
: SS.:
COUNTY OF NEW YORK)

On the 27th day of November, in the year 1934,
before me personally came DALE B. CARSON, to me known,
who, being by me duly sworn, did depose and say that
he resides in New York City, New York; that he is Vice
President of Reserve Natural Gas Company of Louisiana,
a corporation party to the above and foregoing Agreement;
that he knows the seal of said corporation; that the
seal affixed to said Agreement is such corporate seal;
that it was so affixed by order of the Board of Directors
of said corporation; and that he signed his name to said
Agreement by like order.



Kathleen M. Hanley
Notary Public
Kings Co. Reg. No. 6270, Kings Co. Clerk's No. 214
New York Co. Reg. No. 6 H 370, New York Co. Clerk's No. 058
Commission Expires March 30, 1936